

# HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

June 28, 2000

RECORDATION NO. 19691-A FILED

JUN 30 2000 9:46 AM

## SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

RE: Termination of Full Maintenance Lease Agreement dated as of March 21, 2000 ("**Termination**"), between Helm Financial Corporation ("**Lessor**") and AMG Resources Corporation (as assignee of Proler Recycling, Incorporated ("**Lessee**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Three (3) fully-executed originals of the above-referenced Termination.

In connection with the recording of the Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Name and Address of Lessee: AMG Resources Corporation  
9 Office Park Circle, Suite 11  
Birmingham, AL 35223

Equipment: Twenty (20) railcars as more fully described in Schedule A attached hereto.

Previous STB Filing: Lease of Railroad Equipment filed November 7, 1995 at 3:20 p.m. under Recordation No. **19691**.

Please file this Termination as a supplementary document and return two (2) stamped originals to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,

  
Alison Drain  
Document Administrator

/ad  
Enclosures (3)

**FULL TERMINATION OF LEASE**

THIS FULL TERMINATION OF LEASE AGREEMENT ("Termination") is dated as of March 21, 2000 between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and AMG RESOURCES CORPORATION (as assignee of Proler Recycling, Incorporated) an Alabama corporation ("Lessee").

SURFACE TRANSPORTATION BOARD

**R E C I T A L S:**

- A. Lessor and Lessee are parties to the Lease of Railroad Equipment dated as of September 1, 1995, as amended ("Lease"), pursuant to which the twenty (20) gondola railcars described in Schedule A attached hereto ("Units") were leased by Lessor to Lessee.
- B. The Lease was filed with the Surface Transportation Board of the Department of Transportation under Recordation No. 19691 on November 7, 1995.
- C. The Units bearing the reporting mark and numbers HLMX 15066 and HLMX 15103 were terminated from the Lease on May 20, 1996 and August 1, 1998, respectively.
- D. Lessor and Lessee desire to terminate the Lease for the remaining eighteen (18) Units.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties hereto agree to the following:

- 1. The term of the Lease for each Unit will terminate on the earlier of either (a) the date such empty Unit is released pursuant to the provisions of Section 2 hereof or (b) March 28, 2000 ("Termination Date").
- 2. The return provisions of Section 11.A of the Lease are hereby replaced by the following:
  - "A. At Lessor's direction, Lessee will arrange for each Unit to be moved to the Return Point (as defined hereinafter) after the last loaded delivery and prior to the release of such empty Unit to CSX Transportation, Inc. (originating railroad) under the Private Car Tariff RPSPHJ 6007-I, "Moving free of charge per Item 615, Part B, Item 2A." The Units will be billed to an interchange point located on the lines of CSX Transportation, Inc. and the Ohio Central Railroad System at either Warwick, Ohio or Newark, Ohio ('Return Point'). The parties intend to move each Unit to the Return Point free of charge, and if any costs arise from the transport of any Unit to the Return Point, Lessee will reimburse Lessor for any such transportation costs."
- 3. Any obligations under the Lease with respect to any Unit incurred prior to the Termination Date for such Unit shall survive the termination of the Lease for such Unit. Any obligations of either party, the terms of which provide that they shall survive termination of the Lease, shall survive, including, without limitation, indemnity obligations,

but in all cases only with respect to facts or events arising prior to the Termination Date.

IN WITNESS WHEREOF, the parties hereto have caused this Termination to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

HELM FINANCIAL CORPORATION

By: 

Name: Richard C. Kirchner

Title: President

LESSEE

AMG RESOURCES CORPORATION

By: 

Name: John M. Siak

Title: Corporate Director of Purchasing

SCHEDULE A

To the Termination Agreement dated as of March 21, 2000 between Helm Financial Corporation and AMG Resources Corporation

Equipment Description:

Twenty (20), 70-ton, 3,300 cubic foot capacity, drop end gondola railcars with 5'6" sides; manufactured by Pullman Standard in 1968.

Unit Number

HLMX 15011  
HLMX 15012  
HLMX 15021  
HLMX 15024  
HLMX 15026  
HLMX 15052  
HLMX 15053  
HLMX 15064  
HLMX 15066  
HLMX 15073  
HLMX 15081  
HLMX 15096  
HLMX 15103  
HLMX 15144  
HLMX 15155  
HLMX 15157  
HLMX 15185  
HLMX 15209  
HLMX 15221  
HLMX 15239

STATE OF CALIFORNIA                    )  
  ) S.S.  
COUNTY OF SAN FRANCISCO            )

On June 22, 2000, before me, Matthew M. Ogburn, personally appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Matthew M. Ogburn  
SIGNATURE OF THE NOTARY

[Notarial Seal]



STATE OF PENNSYLVANIA                )  
  ) S.S.  
COUNTY OF ALLEGHENY            )

On June 26, 2000, before me, JOHN SIAM, personally appeared John M. Siak, Corporate Director of Purchasing of **AMG RESOURCES CORPORATION**,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Patricia M. Foley  
SIGNATURE OF THE NOTARY

[Notarial Seal]

